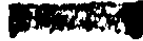


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TRANSMITTAL LETTER



TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

00000013916739
-02/13/95--01085--001
****2800.00 ****2800.00

00000013916739
-02/02/95--01100--002
****70.00 ****70.00

SUBJECT: Video Giant, Inc.
(Name of corporation)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Jack V. Poe
(Name of Person)
Video Giant, Inc.
(Firm/Company)
P.O. Box 700
(Address)
Colleyville, TX 76034
(City, State and Zip Code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 FEB 10 AM 9:13

695-2499

Should you need to call someone concerning this matter, please call:

Jack V. Poe at (817) 281 - 1102
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:
Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Name of contact
with Doc #
M40805



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 3, '995

JACK V. POE
VIDEO GIANT INC.
PO BOX 700
COLLEYVILLE, TX 76034

SUBJECT: VIDEO GIANT INC.
Ref. Number: W95000002499

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DIVISION OF CORPORATIONS
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We have received your document for VIDEO GIANT INC. and your check(s) totaling \$ 70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the CORPORATE SPECIALIST indicated.

Section 607.1502(4) or 617.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$2800.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call

(904) 487-6095.

Jennifer Slndt
Document Examiner

Letter Number: 395A00004661

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Jack V. Poe, chairman, do hereby certify that this Resolution of the Board of Directors of Video Giant Inc., a corporation duly organized and existing under the laws of the State of Texas, was duly adopted on Feb. 6, 1995.

Resolved, that Video Giant Inc., organized and existing in the State of Texas, hereby adopts the name Video Giant-Venice Inc. for use in Florida.

Dated: Feb. 6, 1995

Jack V. Poe
Signature of at least one director

SECRET
DIVISION OF
95 FEB 10 AM 9:13

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. Video Giant, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. TEXAS 3. 74-2438401
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 6, 1986 5. "Perpetual"
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. September 1991
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. P.O. Box 700
Colleyville, TX 76034-0700
(Current mailing address)
8. Video sales & rentals
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB 10 AM 9:13

9. Name and street address of Florida registered agent:

Name: Tina Tobias
Office Address: 478 US Hwy 41- Bypass N.
Venice, Florida, 34297
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Jack V. Poe

Address: 2300 Grayson Drive #712
Grapevine, TX 76051

Vice Chairman: Wanda B. Poe

Address: 2300 Grayson Drive #712
Grapevine, TX 76051

Director: Kenneth K. Stone

Address: 2747 Newcastle Drive
Grapevine, TX 76051

Director: Patricia L. Stone

Address: 2747 Newcastle Drive
Grapevine, TX 76051

B. OFFICERS

President: Jack V. Poe

Address: 2300 Grayson Drive #712
Grapevine, TX 76051

Vice President: Kenneth K. Stone

Address: 2747 Newcastle Drive
Grapevine, TX 76051

Secretary: Wanda B. Poe

Address: 2300 Grayson Drive #712
Grapevine, TX 76051

Treasurer: Wanda B. Poe

Address: 2300 Grayson Drive #712
Grapevine, TX 76051

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Jack V. Poe
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Jack V. Poe, Chairman
(Typed or printed name and capacity of person signing application)



The State of Texas

SECRETARY OF STATE

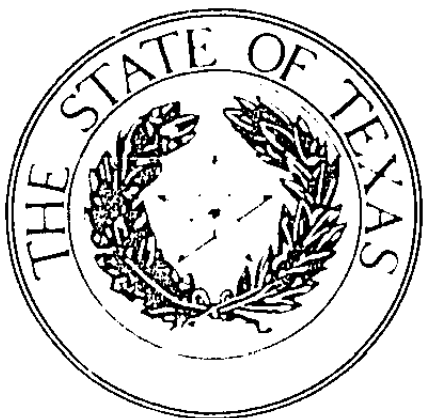
IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

VIDEO GIANT INC.
(Charter # 1013045-00)

were filed in this office and a certificate of incorporation was issued on
OCTOBER 06, 1986;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.

RECEIVED
SECRETARY OF STATE
OCT 10 1986



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on January 17, 1995.*

Ronald Kirk MAC
Secretary of State